

MOMENTA PHARMACEUTICALS INC  
Form S-8  
August 05, 2015

As filed with the Securities and Exchange Commission on August 5, 2015.

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**Momenta Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or  
organization)

**04-3561634**  
(I.R.S. Employer Identification No.)

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**675 West Kendall Street**  
**Cambridge, Massachusetts 02142**

**(617) 491-9700**

(Address of Principal Executive Offices) (Zip Code)

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**Momenta Pharmaceuticals, Inc. 2013 Incentive Award Plan**

(Full title of the plan)

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**Bruce A. Leicher**

**Momenta Pharmaceuticals, Inc.**

**675 West Kendall Street**

**Cambridge, Massachusetts 02142**

(Name and address of agent for service)

**(617) 491-9700**

(Telephone number, including area code, of agent for service)

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**Copy to:**

**Peter N. Handrinos**

Latham & Watkins LLP

John Hancock Tower

200 Clarendon Street

Boston, Massachusetts 02116

(617) 948-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

## CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, par value \$0.0001 per share	2,550,000(2) \$	21.47(3) \$	54,748,500(3) \$	6,361.78

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Consists of an additional 2,550,000 shares issuable under the Momenta Pharmaceuticals, Inc. 2013 Incentive Award Plan, as amended (the 2013 Plan ).

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on July 30, 2015.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,550,000 shares of the Registrant's Common Stock to be issued under the 2013 Plan, for which Registration Statements on Form S-8 of the Registrant relating to such employee benefit plan are effective.

**STATEMENT OF INCORPORATION BY REFERENCE**

This Registration Statement on Form S-8 hereby incorporates by reference the contents of the Registration Statements on Form S-8 (File Nos. 333-197582 and 333-190394).

**Item 8. Exhibits.**

The Exhibit Index immediately preceding the exhibits is incorporated by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on August 5, 2015.

**MOMENTA PHARMACEUTICALS, INC.**

By: /s/ Craig A. Wheeler  
 Name: Craig A. Wheeler  
 Title: President and Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

Each person whose signature appears below hereby constitutes and appoints Craig A. Wheeler, Bruce A. Leicher and Richard P. Shea, or each of them singly, with full power to act without the other, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement and any and all amendments, including post-effective amendments to this registration statement, and to file the same, with exhibits and schedules thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary or desirable to be done in connection therewith as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Craig A. Wheeler Craig A. Wheeler	President, Chief Executive Officer and Director (Principal Executive Officer)	August 5, 2015
/s/ Richard P. Shea Richard P. Shea	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	August 5, 2015
/s/ James Sulat James Sulat	Chairman of the Board and Director	August 5, 2015
/s/ John K. Clarke John K. Clarke	Director	August 5, 2015
/s/ Bruce Downey Bruce Downey	Director	August 5, 2015



/s/ Elizabeth Stoner  
Elizabeth Stoner

Director

August 5, 2015

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
4.1(1)	Third Amended and Restated Certificate of Incorporation of the Registrant
4.2(2)	Certificate of Designations of Series A Junior Participating Preferred Stock, as filed with the Secretary of State of the State of Delaware on November 8, 2005
4.3(3)	Third Amended and Restated By-laws of the Registrant
5.1	Opinion of Latham & Watkins LLP
23.1	Consent of Ernst & Young LLP
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page)
99.1(4)	Momenta Pharmaceuticals, Inc. 2013 Incentive Award Plan (as amended and restated)

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(1) Filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-3 filed on April 30, 2013 (File No. 333-188227) and incorporated herein by reference.

(2) Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on November 8, 2005 (File No. 000-50797) and incorporated herein by reference.

(3) Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on December 15, 2014 (File No. 000-50797) and incorporated herein by reference.

(4) Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on June 10, 2015 (File No. 000-50797) and incorporated herein by reference.